

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

*In re*

**STANADYNE LLC, *et al.*,<sup>1</sup>**

**Debtors.**

Chapter 11

Case No. 23-10207 (TMH)

(Jointly Administered)

Ref. Docket Nos. 245, 276, & 393

**NOTICE OF FILING OF REVISED PROPOSED SALE ORDER**

**PLEASE TAKE NOTICE** that on April 27, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of: (A) an Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Authorizing the Debtors to Enter into the Stalking Horse Purchase Agreement, and (IV) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase Agreement, (II) Authorizing the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Encumbrances Other than Assumed Liabilities and Permitted Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 245] (the “Sale Motion”)<sup>2</sup> with the United States Bankruptcy Court for the District of Delaware (the “Court”).

**PLEASE TAKE FURTHER NOTICE** that, on May 16, 2023, the Court entered that certain *Order (I) Approving Bidding Procedures, (II) Scheduling an Auction and a Sale Hearing, (III) Approving the Form and Manner of Notice Thereof, (IV) Establishing Notice and Procedures for the Assumption and Assignment and Sale of Contracts and Leases, and (V) Granting Related Relief* [Docket No. 276] (the “Bidding Procedures Order”). Pursuant to the Bidding Procedures Order, the Court scheduled a hearing to approve the Sale for July 10, 2023 at 10:00 a.m. (ET) (the “Sale Hearing”).

**PLEASE TAKE FURTHER NOTICE** that, on June 21, 2023, the Debtors filed the *Notice of Proposed Sale Order* [Docket No. 393] which attached, as Exhibit A thereto, a proposed form of order approving the Sale Motion (the “Proposed Sale Order”).

<sup>1</sup> The debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Stanadyne LLC (0378); Pure Power Technologies, Inc. (5202); Stanadyne PPT Holdings, Inc. (2594); and Stanadyne PPT Group Holdings, Inc. (1734). The Debtors’ headquarters are located at 405 White Street, Jacksonville, North Carolina 28546.

30521169.1 <sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Sale Motion.

**PLEASE TAKE FURTHER NOTICE** that following negotiations between the Debtors, the Official Committee of Unsecured Creditors (the “Committee”), the Prepetition Agent and Purchaser, and certain other responding parties, the Debtors have revised the Proposed Sale Order (the “Revised Proposed Sale Order”) to capture agreements reached in connection with the proposed Sale.

**PLEASE TAKE FURTHER NOTICE** that, annexed to the Revised Proposed Sale Order attached hereto as **Exhibit A**, are the following exhibits:

- Exhibit A to Revised Proposed Sale Order: Asset Purchase Agreement (the “APA”)<sup>3</sup>
- Exhibit B to Revised Proposed Sale Order: Final Cure Amounts
- Exhibit C to Revised Proposed Sale Order: Contracts with Unresolved Cure Amounts
- Exhibit D to Revised Proposed Sale Order: Settlement Term Sheet reflecting agreement reached among the Prepetition Agent, the Purchaser and the Committee

**PLEASE TAKE FURTHER NOTICE** that, for the convenience of the Court and all interested parties, a blackline comparing the Revised Proposed Sale Order against the Proposed Sale Order is attached hereto as **Exhibit B**.

**PLEASE TAKE FURTHER NOTICE** that the Debtors intend to present the Revised Proposed Sale Order, in substantially the form attached hereto as **Exhibit A**, at the Sale Hearing. The Debtors reserve all rights to modify the Revised Proposed Sale Order at or prior to the Sale Hearing.

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]*

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30521169.1 <sup>3</sup> The APA has not changed from the version filed on May 9, 2023 [D.I. 265].

Dated: July 6, 2023  
Wilmington, Delaware

YOUNG CONAWAY STARGATT &  
TAYLOR, LLP

/s/ Andrew L. Magaziner

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